

RECORDATION NO. 24513-B FILED

OCT 07 '05

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 28, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Full Release of Memorandum of Commercial Security Agreement and Memorandum of (Collateral) Assignment of Lease, dated as of July 27 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Memorandum of Commercial Security Agreement and the Memorandum of (Collateral) Assignment of Lease previously filed with the Board under Recordation Numbers 24513-A and -B.

The name and address of the party to the enclosed document are:

Secured Party: The Partners Bank
#1 Ginger Creek Meadows
Glen Carbon, Illinois 62034

[Debtor: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, Illinois 62062]

Mr. Vernon A. Williams
September 28, 2005
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A description of the railroad equipment covered by the enclosed document is:

1 covered hopper car: MWCX 460065.


A short summary of the document to appear in the index is:

Full Release of Memorandum of Commercial Security Agreement and
Memorandum of (Collateral) Assignment of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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**FULL RELEASE OF SURFACE TRANSPORTATION BOARD
MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT
AND
MEMORANDUM OF (COLLATERAL) ASSIGNMENT OF LEASE**

THIS FULL OF MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT AND MEMORANDUM OF (COLLATERAL) ASSIGNMENT OF LEASE (this "Release") is given as of this 2nd day of September, 2005, by Partners Bank, an Illinois corporation (the "Secured Party"), witnesseth:

WHEREAS, the Secured Party and Midwest Railcar Corporation, an Illinois corporation ("Midwest"), entered into that certain Memorandum of Commercial Security Agreement and that certain Memorandum of (Collateral) Assignment of Lease, each dated as of June 12, 2003 recorded with the Surface Transportation Board under recordation numbers 24513 (collectively, the "Memoranda"), pursuant to which Midwest granted the Secured Party a security interest in:, among others, One (1) 4650 c.f. 100-ton covered hopper railcar with trough hatches and gravity gate, more specifically identified by Recording Mark: MWCX 4600065, more specifically described on Schedule 1 attached hereto (collectively, the "Equipment") and assigned to the Secured Party, as collateral, its rights, title and interest in and to that certain Lease Agreement to the Master Lease Agreement, each dated as of May 14, 2003 and each by and between Midwest, as lessor, and Southeastern Industrial Enterprises, Inc., a Georgia Corporation, as lessee (collectively, the "Lease").

WHEREAS, the Secured Party desires to release the lien against the Equipment and the Lease:, as it relates to the Equipment,] created by or arising out of the Memoranda.

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party submits the following:

1. The Secured Party releases the lien against the Equipment and the Lease:, as it relates to the Equipment, created by or arising out of the Memoranda.

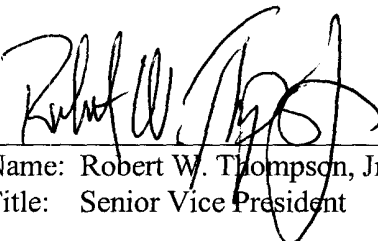
2. This Release shall be recorded with the Surface Transportation Board so as to record the release of the lien against the Equipment and the Lease:, as it relates to the Equipment,] constituted by the Memoranda.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Secured Party has caused this Release to be duly executed under seal as of the date first above written.

WITNESS:

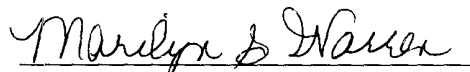
PARTNERS BANK

By:  (SEAL)
Name: Robert W. Thompson, Jr.
Title: Senior Vice President

STATE OF Illinois, CITY/COUNTY OF Madison, TO
WIT:

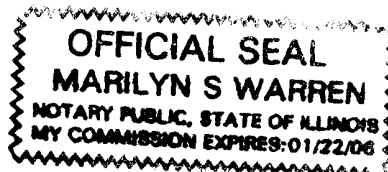
On this 15th day of September, 2005 before me personally appeared Robert W. Thompson, Jr., to me personally known, who being by me duly sworn, says that s/he is the Senior Vice President of Partners Bank, that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and that s/he acknowledged that the execution of the foregoing instruments was the free act and deed of said corporation.

IN WITNESS WHEREOF I have set my hand and seal.


Notary Public

(SEAL)

My Commission Expires: January 22, 2006



SCHEDULE 1

DESCRIPTION OF EQUIPMENT

One (1) 4650 c.f. 100-ton covered hopper railcar with trough hatches and gravity gate, more specifically identified by Recording Mark: MWCX 460065